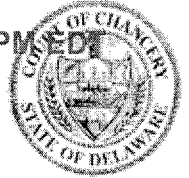


EXHIBIT D



GRANTED

EFiled: Oct 3 2005 3:53PM EDT
Transaction ID 6926180



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

JEFFREY M. NORMAN,

Plaintiff,

v.

US MOBILCOMM, INC.,
a Delaware corporation,

Defendant.

C.A. No. 849-N

STIPULATED ORDER AND FINAL JUDGMENT

The Court having determined that Jeffery M. Norman has established a proper purpose under 8 *Del. C.* § 220 to inspect the books and records of US Mobilcomm, Inc. ("US Mobilcomm" or the "Company"), and having directed the parties to confer and agree on the proper scope of Mr. Norman's inspection rights,

IT IS HEREBY STIPULATED AND AGREED by and among all of the parties to this action, through their undersigned counsel, as follows:

1. US Mobilcomm shall produce within two (2) days of the entry of this Order by the Court, the following categories of documents:

- A. Company documents relating to the FCC Phase II auction concerning 220 MHz licenses;
- B. Documents relating to the sale or transfer of Phase II licenses won by the Company in FCC Auction 18 whether or not the sale or transfer was made by either the Company, the Elkin Group, or both;
- C. Documents evidencing any assignment(s) or exchange(s) of Phase I or Phase II FCC 220 MHz licenses;
- D. Solicitations, bids or offers received by the Company to purchase Company assets (whether or not the offers were accepted);

- E. Correspondence with the Company's independent or contract accountants that relate to the Company's valuation;
- F. Documents relating to the 2001 drawdown of approximately \$460,000 in capital as evidenced by the Company's tax return, including the K-1 schedules;
- G. Ledgers accounts, balance sheets and profit and loss statements;
- H. Documents evidencing the Phase I and Phase II licenses presently owned (wholly or partially) by the Company or maintained under a management agreement by the Company;
- I. Documents that refer or relate to the stockholder loans;
- J. Documents related to any actual sale of assets, offers to purchase assets, offers to sell assets, cancellation of assets or other disposition of assets;
- K. Documents evidencing the payment of Mr. Elkin's equity contribution into the Company;
- L. Documents evidencing any repayment of the funds loaned by Mr. Elkin to the Company;
- M. Documents evidencing the receipt of money by the Company related to the sale of assets and how the funds were utilized by the Company; and
- N. Documents that refer or relate to Mr. Elkin's recapitalization theory used to substantiate some or all of his purported stockholder loans.

2. Within two (2) days of the entry of this order by the Court, US Mobilcomm will provide Plaintiff with an affidavit confirming: (i) that all documents responsive to the above categories have been produced; (ii) that, after a diligent search, the Company does not believe there are any other responsive documents that could be produced; and (iii) that no documents have been intentionally destroyed or discarded.

3. Richard Shorin will appear for deposition in Philadelphia, Pennsylvania at a mutually agreeable time following the Company's fulfillment of the requirements set forth in paragraphs 1 and 2 above.

4. Following completion of the tasks articulated in paragraphs 1, 2 and 3 above, the parties shall file a stipulation of dismissal with the Court dismissing this case with prejudice, provided, however, that the stipulation of dismissal shall be filed no later than October 21, 2005.

By: David A. Felice

Sean J. Bellew (#4072)
David A. Felice (#4090)
COZEN O'CONNOR
1201 N. Market Street, Suite 1400
Wilmington, DE 19801
(302) 295-2000
Attorneys for Plaintiff

Dated: September 30, 2005

By: /s/ Elizabeth A. Wilburn

Steven L. Caponi (#3484)
Elizabeth A. Wilburn (#3666)
Brian J. McTear (#3980)
BLANK ROME LLP
1201 North Market Street, Suite 800
Wilmington, DE 19801
(302) 425-6400
Attorneys for Defendant

Dated: September 30, 2005

IT IS SO ORDERED this _____ day of _____, 2005.

Vice Chancellor

Court: DE Court of Chancery

Judge: Parsons, Donald F

File & Serve reviewed Transaction ID: 6917738

Current date: 10/3/2005

Case number: 849-N

Case name: CONF ORDER 2/25/2005 Norman, Jeffrey M vs U S MobilComm Inc

/s/ Judge Donald F Parsons Jr